

MARK GORTON (SBN 099312)
THOMAS G. MOUZES (SBN 099446)
BOUTIN JONES INC.
555 Capitol Mall, Suite 1500
Sacramento, CA 95814
Phone: 916.321.4444
Fax: 916.441.7597
Email: mgorton@boutinjones.com

JANE LUCKHARDT (SBN 141919)
General Counsel
NORTHERN CALIFORNIA POWER AGENCY
651 Commerce Drive
Roseville, CA 95678-6411
Phone: 916.781.3636
Email: Jane.Luckhardt@ncpa.com

Attorneys for Creditor and Party-in-Interest
NORTHERN CALIFORNIA POWER AGENCY

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION

In re	)	Case Nos. 19-30088 DM (Lead Case)
	)	19-30089 DM
PG&E CORPORATION)	
	)	Chapter 11
-and-	)	Jointly Administered
)	
PACIFIC GAS AND ELECTRIC	)	JOINDER OF NORTHERN CALIFORNIA
COMPANY	)	POWER AGENCY TO SONOMA CLEAN
	)	POWER AUTHORITY'S LIMITED
	)	OBJECTION TO DEBTORS' BAR DATE
	)	MOTION
Debtors.)	
	)	Date: June 11, 2019
<input type="checkbox"/> Affects PG&E Corporation	)	Time: 9:30 a.m.
	)	Courtroom: 17
<input type="checkbox"/> Affects Pacific Gas and Electric Company	)	Place: 450 Golden Gate Ave., 16 th Floor
	)	San Francisco, CA 94102
<input checked="" type="checkbox"/> Affects both Debtors.	)	Judge: Hon. Dennis Montali
	)	Appearance counsel: Mark Gorton
* All papers shall be filed in the Lead Case)	
No. 19-30088 DM)	

Northern California Power Agency (“NCPA”) joins the Limited Objection of Sonoma Clean Power Authority to the Debtors’ Bar Date Motion¹ (the “SCP Objection”) as to the potential impacts of the Debtors’ Bar Date Motion but does not join as to the factual characterizations about PG&E’s electrical and gas systems, infrastructure and equipment. Nonetheless, NCPA generally shares the concerns identified in the SCP Objection.

NCPA IS A CREDITOR

1. NCPA is a nonprofit California joint powers agency established in 1968 to construct and operate renewable and low-emitting generating facilities and assist in meeting the wholesale energy needs of its 16 members – the Cities of Alameda, Biggs, Gridley, Healdsburg, Lodi, Lompoc, Palo Alto, Redding, Roseville, Santa Clara, Shasta Lake, and Ukiah, Plumas-Sierra Rural Electric Cooperative, Port of Oakland, San Francisco Bay Area Rapid Transit (BART), and Truckee Donner Public Utility District. Collectively these members serve nearly 700,000 electric consumers in Central and Northern California. These members represent the geographic breadth and diversity of the state of California – from the Silicon, Sonoma and Central Valleys to the Sierras, some are urban and some are rural, and the size of utilities represented by NCPA varies greatly as well. (*See* Declaration of Anthony Zimmer ISO NCPA’s Statement of Support for TURN’s Motion for Appointment of Official Committee of Ratepayer Claimants (“Zimmer Dec.”) ¶ 5, Dkt. 1660-1.)

2. NCPA holds contingent claims for refunds from PG&E of approximately \$13.3 million as a wholesale Transmission Owner Tariff customer arising out of FERC proceedings referred to as TO18 and TO19, pending resolution by FERC. (*See* Zimmer Dec. ¶¶ 6-14, Dkt. 1660-1.) In addition, PG&E has identified NCPA as a non-debtor counterparty to twenty-one (21) executory contracts. (*See* PG&E’s Schedule G, Dkts. 907 at p. 502; 907-1 at pp. 163, 164, 240, 332, 333; 907-2 at pp. 443, 444; 907-4 at p. 145.) NCPA has contingent and unliquidated claims that would arise out of the rejection of any or all of those executory contracts, if the Court allows such rejection in this allegedly solvent case. (*See* Zimmer Dec., ¶¶ 6-14, Dkt. 1660.)

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¹Unless otherwise defined, capitalized terms have the definitions ascribed to them in the Debtors’ Bar Date Motion (Dkt. 1777).

NCPA JOINS IN THE SCP OBJECTION

3. NCPA joins the SCP Objection. Debtor's Bar Date Motion lacks sufficient and important clarity on the nature and scope of "claims" that must be filed, and can be interpreted as overly broad, covering both "Future Harm Claims" and "Unknown Claims."² PG&E's proposed process and rules for filing and content of claims is unnecessarily complex and puts potential creditors at an unfair disadvantage. NCPA also agrees that it is inappropriate to model the claims approach in Debtor's case on asbestos and other mass tort case law that is distinguishable from PG&E's current circumstance, even though future fires and harms may arise, for example, from PG&E's electric and gas systems.

4. NCPA also shares the concerns identified in the SCP Objection, such as that: (A) PG&E has a fiduciary duty to provide clarity and notice regarding claim scope and process concerning requirements not fairly contemplated by creditors, such as those based on a disputed asbestos/mass tort model for "unmatured" or "contingent" claims that could require premature filing of at risk Future Harms Claims and Unknown Claims; (B) PG&E's revised claim process rules still do not facilitate a fair and orderly reorganization, since (despite some reforms expected in the revised form of order) such Motion still requires some further reforms and still drives the need to file some protective/defensive claims based on future fires or other events as to some Future Harm Claims and Unknown Claims still at risk; (C) PG&E fails to justify why at risk Future Harms Claims and Unknown Claims should have to file protective proofs of claims now, as opposed to being excluded like we expect that the revised order proposes for such future personal injury or property damage claims, considering how that unclarified and surprising bar date could unfairly shift responsibility from PG&E to governmental units and other potential creditor-victims; (D) the Motion's barring late filed claims from distributions or voting objectionably thwarts the absolute priority rule in preserving equity to the prejudice of creditors, and impairs the ability of a plan to satisfy the best interest of creditors test; and (E) the Motion should more fully coordinate the timing of potential Section 365 rejection claims with the related claims process, so that creditors could defer

²For purposes of this Joinder, the definition of "Future Harms Claims" and "Unknown Claims" are as set forth in the SCP Objection.

1 all such claims for filing at the same times as the deferred section 365(g) damages rejection damages
2 claims.

3 5. NCPA agrees that any bar date order issued by the Court should require Debtors to:
4 (A) provide adequate notice that is sufficiently detailed to establish a clear and reasonable definition
5 of claims; so that potential creditors would know of any need to file any nondeferred/at risk Future
6 Harm Claims and Unknown Claims in order to protect their right to recovery for future fires, events,
7 conditions, conduct, and other circumstances which have some link to the PG&E's potentially under
8 maintained prepetition gas or electric system or related conduct; and (B) match certain rejection
9 related or based claims to a (hopefully early) deadline to resolve "force of law" contract rejection
10 disputes, as a means to resolve together (or make unnecessary) the application of the bar date to
11 claims beyond section 365(g) damages that may arise from objectionable rejection attempts or
12 threats. Furthermore, the Court's order should (A) avoid pre-judgment of outcomes on the Best
13 Interest Test to late filed claims and as to the Absolute Priority Rule that prevent late filed claims
14 from receiving distributions or voting; and (B) improve the form of order in various other ways that
15 have been discussed with the Debtors, beyond the reforms we understand PG&E is accommodating.

16 6. Debtors' claim bar date approach leaves creditors like NCPA little choice: either file
17 wide-ranging protective claims that reserve all Future Harm Claims and Unknown Claims that the
18 creditor can possibly contemplate or risk later disputes with PG&E and discharge or injunctions.
19 With another fire season underway, PG&E's electric and gas infrastructure will once again be tested
20 and risks associated with widespread PSPS blackouts that may leave NCPA member cities
21 completely in the dark for days, among other potential risks, can also be expected. Now is not the
22 time to allow PG&E to leverage the claims process in a manner that uses discharge arguments as a
23 means to shift the risk of future harm from PG&E to creditors, including NCPA, its members and
24 other governmental units.

25 **RESERVATION OF RIGHTS**

26 7. Except as provided above, nothing herein nor in any other appearance, pleading,
27 claim, proof of claim, suit, motion or any other writing or conduct shall constitute a waiver by
28 NCPA of any procedural or substantive rights, remedies, claims, or defenses including, without

1 limitation: (a) the right to have all matters, except monetary “damages claims,” probation violations,
2 and criminal complaints, heard and resolved by the FERC; (b) the right to have any and all final
3 orders in any and all matters entered only after *de novo* review by a United States District Court
4 Judge; (c) the right to have any matter heard and tried before an Article III court or, in the event of
5 any applicable Chapter 9 case, such other bankruptcy court; (d) the right to trial by jury in any
6 proceeding as to any and all matters so triable therein, whether or not the same be designated legal or
7 private rights, or in any case, controversy or proceeding related hereto, whether or not such jury trial
8 right is pursuant to statute or the United States Constitution, as well as the rights of State
9 governmental units as such for sovereign immunity or under applicable laws, including the Fifth and
10 Tenth Amendments; (e) the right to have the reference of this matter withdrawn by the United States
11 District Court in any matter or proceeding subject to mandatory or discretionary withdrawal;
12 (f) other rights, claims, actions, remedies, defenses, setoffs, recoupments or other matters to which
13 NCPA is entitled under any agreements or at law or in equity or under the United States
14 Constitution, including those protecting public funds or which may be enforced as police or
15 regulatory powers under Section 362(b)(4) or under 28 U.S.C. § 959; and (g) the right to be served
16 directly with pleadings commencing an adversary proceeding, contested matter or other proceeding
17 or action.

18 8. All of the above rights, claims, defenses, and remedies are hereby expressly reserved.
19 The filing of this Statement and participating in these bankruptcy cases, or any of them, shall not be
20 deemed to constitute a concession or admission of jurisdiction in the case or cases or before this
21 court or any other court. NCPA does not consent to the bankruptcy court's jurisdiction or the
22 jurisdiction of any other court. NCPA does not consent to the entry of final judgments, orders and/or
23 decrees by the bankruptcy judge/bankruptcy court. At all times, NCPA demands a jury trial. NCPA
24 does not consent to the bankruptcy court/bankruptcy judge conducting any jury trial.

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CONCLUSION

For the foregoing reasons, NCPA joins in the SCP Objection and requests that the Court to sustain the objection and limit the relief provided on the Debtors' Bar Date Motion.

DATED: May 31, 2019.

RESPECTFULLY SUBMITTED,

BOUTIN JONES INC.

By: /s/ Mark Gorton
Mark Gorton

-and-

NORTHERN CALIFORNIA POWER AGENCY
Jane Luckhardt, General Counsel (SBN 141919)

*Attorneys for Creditor and Party-in-Interest,
NORTHERN CALIFORNIA POWER AGENCY*

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CERTIFICATE OF SERVICE

I am employed in the County of Sacramento; my business address is 555 Capitol Mall, Suite 1500, Sacramento, California 95814. I am over the age of eighteen years and not a party to the foregoing action.

On May 31, 2019, I served the within:

(1) **JOINDER OF NORTHERN CALIFORNIA POWER AGENCY TO SONOMA CLEAN POWER AUTHORITY'S LIMITED OBJECTION TO DEBTORS' BAR DATE MOTION**

☒ X


(by e-mail transmission) on all parties listed on the attached **Exhibit A**, based on a court order or an agreement of the parties to accept service by e-mail or electronic transmission, I sent the document(s) to the person(s) at the e-mail address(es) as set forth on the attached service list, **Exhibit A**.

☒ X

(by mail) on all parties listed on the attached **Exhibit B** in said action by regular, first class United States mail, postage fully pre-paid, by placing a true copy thereof enclosed in a sealed envelope in a designated area for outgoing mail, addressed as set forth below. At Boutin Jones Inc., mail placed in that designated area is given the correct amount of postage and is deposited that same day, in the ordinary course of business, in a United States mailbox in the City of Sacramento, California.

I declare under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on May 31, 2019, at Sacramento, California.


CARMELIA V. DOMINGO

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Exhibit A

Exhibit A – Service List Email Only

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for for Mirna Trettevik, including other Fire Victim Tort Claimants	ADLER LAW GROUP, APLC	Attn: E. Elliot Adler, Geoffrey E. Marr, Brittany S. Zimmer 402 West Broadway Suite 860 San Diego CA 92101	EAdler@TheAdlerFirm.com	Email
Counsel for Aera Energy LLC, Midway Sunset Congeneration Company	Aera Energy LLC	Attn: Ron A. Symm 10000 Ming Avenue Bakersfield CA 93311	RASymm@aeraenergy.com	Email
Counsel to TRANSWESTERN PIPELINE COMPANY, LLC	AKERMAN LLP	Attn: JOHN E. MITCHELL and YELENA ARCHIYAN 2001 Ross Avenue, Suite 3600 Dallas TX 75201	john.mitchell@akerman.cointerm	Email
Counsel to the Ad Hoc Committee of Senior Unsecured Noteholders of Pacific Gas and Electric Company	Akin Gump Strauss Hauer & Feld LLP	Attn: David P. Simonds 1999 Avenue of the Stars Suite 600 Los Angeles CA 90067	mstamer@akingump.com; idizengoff@akingump.com; dbotter@akingump.com	Email
Counsel to the Ad Hoc Committee of Senior Unsecured Noteholders of Pacific Gas and Electric Company	Akin Gump Strauss Hauer & Feld LLP	Attn: Michael S. Stamer, Ira S. Dizengoff, David H. Botter One Bryant Park New York NY 10036	dsimonds@akingump.com	Email
Counsel for BOKF, NA, solely in its capacity as Indenture Trustee	ARENT FOX LLP	Attn: Andrew I. Silfen, Beth M. Brownstein, Jordana L. Renert 1301 Avenue of the Americas 42nd Floor New York NY 10019	andy.kong@arentfox.com	Email
Counsel for Genesys	Arent Fox LLP	Attn: Andy S. Kong and	Beth.Brownstein@arentfox.com;	Email

Exhibit A – Service List Email Only

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Telecommunications Laboratories Inc.		Christopher K.S. Wong 555 West Fifth Street 48th Floor Los Angeles CA 90013-1065	Jordana.Renert@arentfox.com;	
Counsel for BOKF, NA, solely in its capacity as Indenture Trustee	ARENT FOX LLP	Attn: Aram Ordubegian 555 West Fifth Street 48th Floor Los Angeles CA 90013-1065	Aram.Ordubegian@arentfox.com	Email
Counsel for AT&T	Arnold & Porter Kaye Scholer LLP	Attn: Brian Lohan, Esq., Steven Fruchter, Esq. 250 West 55th Street New York NY 10019	brian.lohan@arnoldporter.com; steven.fruchter@arnoldporter.com	Email
Counsel for AT&T	AT&T	Attn: James W. Grudus, Esq. One AT&T Way, Room 3A115 Bedminster NJ 07921	Jg5786@att.com	Email
Counsel to California State Agencies	Attorney General of California	Attn: XAVIER BECERRA, DANETTE VALDEZ, and ANNADEL ALMENDRAS 455 Golden Gate Avenue Suite 11000 San Francisco CA 94102-7004	James.Potter@doj.ca.gov	Email
Counsel to California State Agencies	Attorney General of California	Attn: XAVIER BECERRA, MARGARITA PADILLA, and JAMES POTTER 1515 Clay Street, 20th Floor P.O. Box 70550 Oakland CA 94612-0550	Danette.Valdez@doj.ca.gov	Email
Counsel to California State Agencies	Attorney General of California	Attn: XAVIER BECERRA, MARGARITA PADILLA, and JAMES POTTER 300 South Spring Street Suite 1702 Los Angeles CA 90013	James.Potter@doj.ca.gov	Email
Special Bankruptcy Counsel for Certain Fire Damage Plaintiffs	BAILEY AND ROMERO LAW FIRM	Attn: MARTHA E. ROMERO 12518 Beverly Boulevard Whittier CA 90601	marthaeromerolaw@gmail.com	Email

Exhibit A – Service List Email Only

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Claimants				
Counsel for NRG Energy Inc., Clearway Energy, Inc., and Clearway Energy Group LLC	Baker Botts L.L.P.	Attn: C. Luckey McDowell, Ian E. Roberts, Kevin Chiu 2001 Ross Avenue Suite 1000 Dallas TX 75201	Ian.Roberts@BakerBotts.com; Kevin.Chiu@BakerBotts.com	Email
Counsel for NRG Energy Inc., Clearway Energy, Inc., and Clearway Energy Group LLC	Baker Botts L.L.P.	Attn: Navi S. Dillon 101 California Street Suite 3600 San Francisco CA 94111	Navi.Dhillon@BakerBotts.com	Email
Counsel for Phillips and Jordan	Baker, Donelson, Bearman, Caldwell & Berkowitz, PC	Attn: John H. Rowland 211 Commerce Street Suite 800 Nashville TN 37201	jrowland@bakerdonelson.com	Email
Counsel for Realty Income Corp., Counsel for Discovery Hydrovac	BALLARD SPAHR LLP	Attn: Craig Solomon Ganz, Michael S. Myers 1 East Washington Street Suite 2300 Phoenix AZ 85004-2555	ganzc@ballardspahr.com	Email
URENCO Limited and Louisiana Energy Services, LLC	Ballard Spahr LLP	Attn: Matthew G. Summers 919 North Market Street 11th Floor Wilmington DE 19801	summersm@ballardspahr.com	Email
Counsel to Campos EPC, LLC	BALLARD SPAHR LLP	Attn: Theodore J. Hartl, Esq. 1225 17th Street Suite 2300 Denver CO 80202	hartit@ballardspahr.com	Email
Counsel for Bank of America, N.A.	Bank of America	Attn: John McCusker Mail Code: NY1-100-21-01 One Bryant Park New York NY 10036	John.mccusker@bami.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for Creditors Public Entities Impacted by the Wildfires	Baron & Budd, P.C.	Attn: Scott Summy, John Fiske 3102 Oak Lawn Avenue #1100 Dallas TX 75219	ssummy@baronbudd.com; jfiske@baronbudd.com	Email
Counsel for City of Morgan Hill	Barton, Klugman & Oetting LLP	Attn: Terry L. Higham, Thomas E. McCurnin, Christopher D. Higashi 350 South Grand Avenue, Suite 2200 Los Angeles CA 90071-3485	chigashi@bkolaw.com; thigham@bkolaw.com	Email
Counsel for Infosys Limited, Counsel for ACRT, Inc.	BENESCH, FRIEDLANDER, COPLAN & ARONOFF LLP	Attn: Kevin M. Capuzzi, Michael J. Barrie 222 Delaware Avenue Suite 801 Wilmington DE 19801	kcapuzzi@beneschlaw.com; mbarrie@beneschlaw.com	Email
Counsel for MDR Inc. (dba Accu-Bore Directional Drilling), Veteran Power, Inc.	Brothers Smith LLP	Attn: Mark V. Isola 2033 N. Main Street Suite 720 Walnut Creek CA 94596	misola@brothersmithlaw.com	Email
California Public Utilities Commission	California Public Utilities Commission	Attn: Arocles Aguilar 505 Van Ness Avenue San Francisco CA 94102	arocles.aguilar@cpuc.ca.gov	Email
Counsel to Chevron Products Company, a division of Chevron U.S.A. Inc.	CHEVRON PRODUCTS COMPANY, A DIVISION OF CHEVRON U.S.A. INC.	Attn: Melanie Cruz, M. Armstrong 6001 Bollinger Canyon Road T2110 San Ramon CA 94583	melaniecruz@chevron.com; marmstrong@chevron.com	Email
Counsel to Liberty Mutual Insurance Company	Choate, Hall & Stewart LLP	Attn: Douglas R. Gooding Two International Place Boston MA 02110	dgooding@choate.com	Email
Counsel to Liberty Mutual Insurance Company	Choate, Hall & Stewart LLP	Attn: Johnathan D. Marshall Two International Place Boston MA 02110	jmarshall@choate.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Solon	CKR Law, LLP	Attn: Kristine Takvoryan 1800 Century Park East, 14th Floor Los Angeles CA 90067	otakvoryan@ckrlaw.com	Email
Counsel for BlueMountain Capital Management, LLC	Cleary Gottlieb Sheen & Hamilton LLP	Attn: Lisa Schweitzer, Margaret Schierberl One Liberty Plaza New York NY 10006	mschierberl@cgsh.com	Email
Counsel to Western Electricity Coordinating Council	COHNE KINGHORN, P.C.	Attn: George Hofmann 111 East Broadway, 11th Floor Salt Lake City UT 84111	ghofmann@cohnkinghorn.com	Email
Counsel for Fire Victim Creditors	COREY, LUZAICH, DE GHETALDI & RIDDLE LLP	Attn: Dario de Ghetaldi, Amanda L. Riddle, Steven M. Berki, Sumble Manzoor 700 El Camino Real PO Box 669 Millbrae CA 94030-0669	alr@coreylaw.com; smb@coreylaw.com; sm@coreylaw.com	Email
Individual Plaintiffs Executive Committee appointed by the California Superior Court in the North Bay Fire Cases, Judicial Council Coordination Proceeding Number 4955, Pursuant to the terms of the Court's Case Management Order No. 1	Cotchett, Pitre & McCarthy, LLP	Attn: Frank M. Pitre, Alison E. Cordova, Abigail D. Blodgett San Francisco Airport Office Center 840 Malcolm Road, Suite 200 Burlingame CA 94010	fpitre@cpmlegal.com; acordova@cpmlegal.com; ablodgett@cpmlegal.com	Email
Counsel to Liberty Mutual Insurance Company	Cozen O'Connor	Attn: Fulton Smith, III 101 Montgomery Street Suite 1400 San Francisco CA 94101	fsmith@cozen.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Renaissance Reinsurance LTD.	Crowell & Moring LLP	Attn: Mark D. Plevin, Brendan V. Mullan Three Embarcadero Center, 26th Floor San Francisco CA 94111	bmullan@crowell.com	Email
Counsel for Fire Victim Creditors	DANKO MEREDITH	Attn: Michael S. Danko, Kristine K. Meredith, Shawn R. Miller 333 Twin Dolphin Drive Suite 145 Redwood Shores CA 94065	mdanko@dankolaw.com; kmeredith@dankolaw.com; smiller@dankolaw.com	Email
Counsel for the agent under the Debtors' proposed debtor in possession financing facilities, Counsel for Citibank N.A., as Administrative Agent for the Utility Revolving Credit Facility	Davis Polk & Wardwell LLP	Attn: Eli J. Vonnegut, David Schiff, Timothy Graulich 450 Lexington Avenue New York NY 10017	eli.vonnegut@davispolk.com; david.schiff@davispolk.com; timothy.graulich@davispolk.com	Email
Counsel to Southwire Company LLC	Dentons US LLP	Attn: Bryan E. Bates, Esq. 303 Peachtree St., NE, Suite 5300 Atlanta GA 30308	oscar.pinkas@dentons.com	Email
Counsel for Capital Power Corporation and Halkirk I Wind Project LP	Dentons US LLP	Attn: Lauren Macksoud 1221 Avenue of the Americas New York NY 10020-1089	Lauren.macksoud@dentons.com	Email
Counsel for Capital Power Corporation and Halkirk I Wind Project LP	Dentons US LLP	Attn: Oscar N. Pinkas 1221 Avenue of the Americas New York NY 10020-1089	bryan.bates@dentons.com	Email
Counsel for Travelers Insurance	Dentons US LLP	Attn: Peter D. Wolfson 1221 Avenue of the Americas New York NY 10020	peter.wolfson@dentons.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for the Official Committee of Unsecured Tort Claimant Creditors	DLA PIPER LLP (US)	Attn: Eric Goldberg, David Riley 2000 Avenue of the Stars Suite 400 North Tower Los Angeles CA 90067-4704	david.riley@dlapiper.com	Email
Counsel for East Bay Community Energy Authority	East Bay Community Energy Authority	Attn: Leah S. Goldberg 1111 Broadway 3rd Floor Oakland CA 94607	lgoldberg@ebce.org	Email
Counsel for EDP Renewables North America LLC, Rising Tree Wind Farm II LLC, and Arlington Wind Power Project LLC	EDP Renewables North America LLC	Attn: Leslie A. Freiman, Randy Sawyer 808 Travis Suite 700 Houston TX 77002	Leslie.Freiman@edpr.com; Randy.Sawyer@edpr.com	Email
Information Agent for the Official Committee of Unsecured Creditors, and the Official Committee of Tort Claimants	Epiq Corporate Restructuring, LLC	Attn: PG&E UCC and PG&E TCC 777 Third Avenue, 12th Floor New York NY 10017	sgarabato@epiqglobal.com	Email
Counsel to California State Agencies	FELDERSTEIN FITZGERALD WILLOUGHBY & PASCUZZI LLP	Attn: STEVEN H. FELDERSTEIN and PAUL J. PASCUZZI 400 Capitol Mall Suite 1750 Sacramento CA 95814	sfelderstein@ffwplaw.com	Email
Counsel for BOKF, NA, solely in its capacity as Indenture Trustee	FREDERIC DORWART, LAWYERS PLLC	Attn: Samuel S. Ory 124 East Fourth Street Tulsa OK 74103-5010	sory@fdlaw.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for Itron, Inc.	GELLERT SCALI BUSENKELL & BROWN, LLC	Attn: Michael Busenkell 1201 N. Orange St. Suite 300 Wilmington DE 19801	mbusenkell@gsbblaw.com	Email
Counsel for Fire Victim Creditors	GIBBS LAW GROUP	Attn: Eric Gibbs, Dylan Hughes 505 14th Street, Suite 1110 Oakland CA 94612	ehg@classlawgroup.com; dsh@classlawgroup.com	Email
Counsel for Topaz Solar Farms LLC	Gibson, Dunn & Crutcher LLP	Attn: Michael A. Rosenthal, Alan Moskowitz 200 Park Avenue New York NY 10166-0193	Mrosenthal@gibsondunn.com; Amoskowitz@gibsondunn.com	Email
Counsel for Cardno, Inc.	Greenberg Traurig, LLP	Attn: Diane Vuocolo 1717 Arch Street Suite 400 Philadelphia PA 19103	vuocolo@gtlaw.com	Email
Counsel for Nationwide Entities	Grotefeld Hoffmann	Attn: Mark S. Grotefeld, Maura Walsh Ochoa, Waylon J. Pickett 700 Larkspur Landing Circle, Suite 280 Larkspur CA 94939	mgrotefeld@ghlaw-llp.com; mochoa@ghlaw-llp.com; wpickett@ghlaw-llp.com	Email
COUNSEL FOR PARTIES- IN-INTEREST ESVOLTA, LP AND HUMMINGBIRD ENERGY STORAGE, LLC	HOGAN LOVELLS US LLP	Attn Erin N Brady 1999 Avenue of the Stars Suite 1400 Los Angeles CA 90067	bennett.spiegel@hoganlovells.com	Email
Counsel for McKinsey & Company, Inc. U.S.	HOGAN LOVELLS US LLP	Attn: Bennett L. Spiegel 1999 Avenue of the Stars Suite 1400 Los Angeles CA 90067	alex.sher@hoganlovells.com; peter.ivanick@hoganlovells.com	Email
Counsel for McKinsey & Company, Inc. U.S.	HOGAN LOVELLS US LLP	Attn: Peter A. Ivanick, Alex M. Sher 875 Third Avenue New York NY 10022	erin.brady@hoganlovells.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for Deutsche Bank Trust Company Americas and Deutsche Bank National Trust Company as Indenture Trustees for certain bondholders	Holland & Knight LLP	Attn: Robert J. Labate, David I. Holtzman 50 California Street Suite 2800 San Francisco CA 94111	robert.labate@hklaw.com	Email
Counsel for DTE Stockton, LLC, Mt. Poso Cogeneration Company, LLC f/k/a Mt. Poso Cogeneration Company, L.P., Potrero Hills Energy Producers, LLC, Sunshine Gas Producers, LLC, Woodland Biomass Power, LLC f/k/a Woodland Biomass Power, Ltd.	HUNTON ANDREWS KURTH LLP	Attn: Kevin M. Eckhardt 50 California Street Suite 1700 San Francisco CA 94111	keckhardt@huntonak.com	Email
Counsel for DTE Stockton, LLC, Mt. Poso Cogeneration Company, LLC f/k/a Mt. Poso Cogeneration Company, L.P., Potrero Hills Energy Producers, LLC, Sunshine Gas Producers, LLC, Woodland Biomass Power, LLC f/k/a Woodland Biomass Power, Ltd.	HUNTON ANDREWS KURTH LLP	Attn: Peter S. Partee, Sr. 200 Park Avenue 53rd Floor New York NY 10166	ppartee@huntonak.com	Email
Counsel to International Business Machines Corp	IBM Corporation	Attn: Marie-Jose Dube 275 Viger East Montreal QC H2X 3R7 Canada	mjdube@ca.ibm.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for BlueMountain Capital Management, LLC	Irell & Manella LLP	Attn: Craig Varnen, Andrew J. Strabone 1800 Avenue of the Stars Suite 900 Los Angeles CA 90067-4276	cvarnen@irell.com; astrabone@irell.com	Email
Counsel for BlueMountain Capital Management, LLC	Irell & Manella LLP	Attn: Michael H. Strub, Jr. 840 Newport Center Drive Suite 400 Newport Beach CA 92660-6324	mstrub@irell.com	Email
Counsel to Iron Mountain Information Management, LLC	Iron Mountain Information Management, LLC	Attn: Joseph Corrigan One Federal Street Boston MA 02110	Bankruptcy2@ironmountain.com	Email
Interested Party CH2M HILL Engineers, Inc.	Jacobs Engineering	Attn: Robert Albery Associate General Counsel 9191 South Jamaica Street Englewood CO 80112	robert.albery@jacobs.com	Email
Counsel for Nationwide Entities	Jang & Associates, LLP	Attn: Alan J. Jang, Sally Noma 1766 Lacassie Ave., Suite 200 Walnut Creek CA 94596	ajang@janglit.com; snoma@janglit.com	Email
Counsel to Sodexo, Inc.	JD Thompson Law	Attn: Judy D. Thompson, Esq. P.O. Box 33127 Charlotte NC 28233	jdt@jdthompsonlaw.com	Email
Counsel for A&J Electric Cable Corporation	JORDAN, HOLZER & ORTIZ, PC	Attn: Antonio Ortiz, Shelby A Jordan 500 N. Shoreline Suite 900 Corpus Christi TX 78401	aortiz@jhwclaw.com; sjordan@jhwclaw.com; ecf@jhwclaw.com	Email
Counsel for Kompogas SLO LLC and Tata Consultancy Services	Kelley Drye & Warren LLP	Attn: Benjamin D. Feder 101 Park Avenue New York NY 10178	bfeder@kelleydrye.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for Ruby Pipeline, L.L.C.	Kinder Morgan, Inc.	Attn: Mark A. Minich Two North Nevada Colorado Springs CO 80903	Mark_Minich@kindermorgan.com	Email
Counsel for Ruby Pipeline, L.L.C.	Kinder Morgan, Inc.	Attn: Mosby Perrow 1001 Louisiana Suite 1000 Houston TX 77002	mosby_perrow@kindermorgan.com	Email
Counsel for Calpine Corporation	Kirkland & Ellis LLP	Attn: Aparna Yenamandra 601 Lexington Avenue New York NY 10022	stephen.hessler@kirkland.com;	Email
Counsel for Calpine Corporation	Kirkland & Ellis LLP	Attn: David R. Seligman, P.C. 300 North LaSalle Chicago IL 60654	marc.kieselstein@kirkland.com;	Email
Counsel for the Federal Monitor	Kirkland & Ellis LLP	Attn: Marc Kieselstein, P.C. 300 North LaSalle Chicago IL 60654	mark.mckane@kirkland.com	Email
Counsel for Calpine Corporation	Kirkland & Ellis LLP	Attn: Mark McKane, P.C., Michael P. Esser 555 California Street San Francisco CA 94104	aparna.yenamandra@kirkland.com	Email
Counsel for the Federal Monitor	Kirkland & Ellis LLP	Attn: Stephen E. Hessler, P.C. 601 Lexington Avenue New York NY 10022	david.seligman@kirkland.com	Email
Counsel for NextEra Energy Inc. et al.	Klee, Tuchin, Bogdanoff & Stern LLP	Attn: Kenneth N. Klee, David M. Stern, Samuel M. Kidder 1999 Avenue of the Stars Thirty-Ninth Floor Los Angeles CA 90067	kklee@ktbslaw.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Public Employees Retirement Association of New Mexico	LABATON SUCHAROW LLP	Attn: Thomas A. Dubbs, Louis Gottlieb, Carol C. Villegas & Jeffrey A. Dubbin 140 Broadway New York NY 10005	tdubbs@labaton.com; cvillegas@labaton.com; jdubbin@labaton.com	Email
Counsel to County of San Luis Obispo	LAMB & KAWAKAMI LLP	Attn: Kevin J. Lamb, Michael K. Slattery, Thomas G. Kelch 333 South Grand Avenue Suite 4200 Los Angeles CA 90071	klamb@lkfirm.com; tkelch@lkfirm.com	Email
Counsel to Dynegy Marketing and Trade, LLC	Latham & Watkins LLP	Attn: Caroline A. Reckler, Andrew M. Parlen 885 Third Avenue New York NY 10022-4834	christopher.harris@lw.com; andrew.parlen@lw.com	Email
Counsel for Crockett Cogeneration, Middle River Power, LLC, and MRP San Joaquin Energy, LLC	Latham & Watkins LLP	Attn: Christopher Harris, Andrew M. Parlen 885 Third Avenue New York NY 10022	andrew.parlen@lw.com	Email
Counsel for Ruby Pipeline, L.L.C.	LAW OFFICE OF PATRICIA WILLIAMS PREWITT	Attn: Patricia Williams Prewitt 10953 Vista Lake Ct. Navasota TX 77868	pwp@pattiprewittlaw.com	Email
Counsel to Central Valley Associates, L.P.	Law Offices of Ronald K. Brown, Jr.	Attn: Ronald K. Brown, Jr. 901 Dove Street, Suite 120 Newport Beach CA 92660	Ron@rkbrownlaw.com	Email
Creditor and Counsel to Debra Grassgreen	Law Offices of Thomas J. Brandi	Attn: Thomas J. Brandi 345 Pine Street 3rd Floor San Francisco CA 94104	tjb@brandilaw.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for International Brotherhood of Electrical Workers Local Union 1245	Locke Lord LLP	Attn: Bradley C. Knapp 601 Poydras Street Suite 2660 New Orleans LA 70130	sbryant@lockelord.com	Email
Counsel for International Brotherhood of Electrical Workers Local Union 1245	Locke Lord LLP	Attn: W. Steven Bryant 600 Congress Street Suite 2200 Austin TX 78701	bknapp@lockelord.com	Email
Counsel for California Power Exchange Corporation	LOEB & LOEB LLP	Attn: Marc S. Cohen, Alicia Clough 10100 Santa Monica Blvd Suite 2200 Los Angeles CA 90067	mscohen@loeb.com	Email
Counsel to Public Employees Retirement Association of New Mexico	LOWENSTEIN SANDLER LLP	Attn: Michael S. Etkin, Andrew Behlmann & Gabriel L. Olivera One Lowenstein Drive Roseland NJ 070068	abehlmann@lowenstein.com; golivera@lowenstein.com	Email
Interested Party	Macdonald | Fernandez LLP	Attn: Iain A. Macdonald 221 Sansome Street Third Floor San Francisco CA 94104-2323	imac@macfern.com	Email
Counsel to Aegion Corporation and its subsidiary entities: Corpro Companies, Inc., Insituform Technologies, LLC and Fibwrap Construction Services, Inc.	MARGULIES FAITH, LLP	ATTN: CRAIG G. MARGULIES 16030 VENTURA BOULEVARD SUITE 470 ENCINO CA 91436	Craig@MarguliesFaithLaw.com	Email
Counsel for Ghost Ship Warehouse Plaintiffs' Executive Committee	MARY ALEXANDER & ASSOCIATES, P.C.	Attn: Mary E. Alexander 44 Montgomery Street, Suite 1303 San Francisco CA 94104	malexander@maryalexander.com	Email

Exhibit A – Service List Email Only

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Winners Industry Co., Ltd.	McKool Smith, P.C.	Attn: James H. Smith One Bryant Park, 47th Floor New York NY 10036	jsmith@mckoolsmith.com	Email
Counsel for the Official Committee of Unsecured Creditors	Milbank LLP	Attn: Paul S. Aronson, Gregory A. Bray, Thomas R. Kreller 2029 Century Park East, 33rd Floor Los Angeles CA 90067	Paronson@milbank.com; Gbray@milbank.com	Email
Counsel for Marin Clean Energy	Mintz Levin Cohn Ferris Glovsky and Popeo, P.C.	Attn: Abigail V. O'Brient, Andrew B. Levin 2029 Century Park East Suite 3100 Los Angeles CA 90067	avobrient@mintz.com; ablevin@mintz.com	Email
Counsel for Exponent, Inc.	Newmeyer & Dillion LLP	Attn: James J. Ficenec, Joshua B. Bevitz 1333 N. California Blvd Suite 600 Walnut Creek CA 94596	Joshua.Bevitz@ndlf.com	Email
Counsel for CALIFORNIA SELF-INSURERS' SECURITY FUND	NIXON PEABODY LLP	Attn: MAXIMILIAN A. FERULLO 55 West 46th Street New York NY 10036	mferullo@nixonpeabody.com	Email
Counsel for CALIFORNIA SELF-INSURERS' SECURITY FUND	NIXON PEABODY LLP	Attn: RICHARD C. PEDONE Exchange Place 53 State Street Boston MA 02109	rpedone@nixonpeabody.com	Email

Exhibit A – Service List Email Only

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for Michael Vairo, Marie Dierssen, Catherine McClure, Tonia Hanson, Deirdre Coderre, Denise Stooksberry, John Stooksberry, Bryan Sullivan, Sara Hill, Isaiah Vera, Michael Williams, Joel Batts, Annaleisa Batts, Claudia Bijstra, Andries Bijstra, Roger Martinez, Candice Seals, Gretchen Franklin, Christopher Franklin, Paul Bowen, Kelly Jones, Tami Coleman, Cecil Morris, Linda Schooling, Jennifer Makin, Barbara Cruise, Benjamin Hernandez, Irma Enriquez, Constantina Howard, Leroy Howard, Edward Delongfield, Brenda Howell, Lynda Howell, Angela Coker, Sally Thorp, Paradise Moose Lodge, Nancy Seals	Northern California Law Group, PC	Attn: Joseph Feist 2611 Esplanade Chico CA 95973	joe@norcallawgroup.net	Email
Counsel for NextEra Energy Inc., NextEra Energy Partners, L.P.	NORTON ROSE FULBRIGHT US LLP	Attn: Howard Seife, Andrew Rosenblatt, Christy Rivera 1301 Avenue of the Americas New York NY 10019-6022	howard.seife@nortonrosefulbright.com; andrew.rosenblatt@nortonrosefulbright.com; christy.rivera@nortonrosefulbright.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Department of Finance for the State of California and Governor Gavin Newsom	O'MELVENY & MYERS LLP	Attn: John J. Rapisardi, Nancy A. Mitchell and Daniel S. Shamah 7 Times Square New York NY 10036	jrapisardi@omm.com;nmitshell@omm.com;dshamah@omm.com	Email
Office of the California Attorney General	Office of the California Attorney General	Attn: Bankruptcy Dept P.O. Box 944255 Sacramento CA 94244-2550	bankruptcy@coag.gov	Email
Office of the United States Trustee	Office of the United States Trustee	Attn: James L. Snyder, Esq. & Timothy LaFreddi, Esq., Marta E. Villacorta 450 Golden Gate Ave Suite 05-0153 San Francisco CA 94102	James.L.Snyder@usdoj.gov	Email
Counsel for EDP Renewables North America LLC, Rising Tree Wind Farm II LLC, and Arlington Wind Power Project LLC	Orrick, Herrington & Sutcliffe LLP	Attn: Debra Felder 1152 15th Street, NW Washington DC 20005	Imcgowen@orrick.com	Email
Counsel to Centerbridge Partners, L.P.	ORRICK, HERRINGTON & SUTCLIFFE LLP	Attn: Douglas S. Mintz Columbia Center 1152 15th Street, N.W. Washington DC 20005-1706	dfelder@orrick.com	Email
Counsel for EDP Renewables North America LLC, Rising Tree Wind Farm II LLC, and Arlington Wind Power Project LLC	Orrick, Herrington & Sutcliffe LLP	Attn: Lorraine McGowen 51 West 52nd Street New York NY 10019	dmintz@orrick.com	Email
Counsel for The Baupost Group, L.L.C., as the general partner and investment manager for certain entities	Pachulski Stang Ziehl & Jones LLP	Attn: Isaac M. Pachulski, Debra I. Grassgreen, Gabriel I. Glazer, John W. Lucas 150 California Street 15th Floor San Francisco CA 94111	ipachulski@pszlaw.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to California Public Utilities Commission	Paul, Weiss, Rifkind, Wharton & Garrison LLP	Attn: Alan W. Kornberg, Brian S. Hermann, Walter R. Rieman, Sean A. Mitchell, Neal P. Donnelly 1285 Avenue of the Americas New York NY 10019-6064	bhermann@paulweiss.com; wrieman@paulweiss.com; smitchell@paulweiss.com; ndonnely@paulweiss.com	Email
Counsel for Bank of America, N.A.	Pillsbury Winthrop Shaw Pittman LLP	Attn: Leo T. Crowley 1540 Broadway New York NY 10036	leo.crowley@pillsburylaw.com	Email
Counsel for Ad Hoc Group of Institutional Par Bondholders of Pacific Gas and Electric Co.	Proskauer Rose LLP	Attn: Martin J. Bienenstock, Brian S. Rosen, Maja Zerjal Eleven Times Square New York NY 10036-8299	mbienenstock@proskauer.com; brosen@proskauer.com; mzerjal@proskauer.com	Email
Counsel for Ad Hoc Group of Institutional Par Bondholders of Pacific Gas and Electric Co.	Proskauer Rose LLP	Attn: Michael A. Firestein, Lary Alan Rappaport, Steve Y. Ma 2029 Century Park East Suite 2400 Los Angeles CA 90067-3010	mfirestein@proskauer.com; sma@proskauer.com	Email
Interested Party Provencher & Flatt	Provencher & Flatt, LLP	Attn: Douglas B. Provencher 823 Sonoma Avenue Santa Rosa CA 95404	dbp@provlaw.com	Email
Counsel for Creditors Nevada Irrigation District, Counsel for Attorneys for Creditors Lodi Gas Storage, L.L.P. Wild Goose, LLC	Reed Smith LLP	Attn: Monique B. Howery 10 S. Wacker Drive 40th Floor Chicago IL 60606	mhowery@reedsmith.com	Email
Counsel for Bank of New York Mellon	Reed Smith LLP	Attn: Robert P. Simons 225 Fifth Avenue Suite 1200 Pittsburgh PA 15222	rsimons@reedsmith.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for Pivot Interiors, Inc.	RIMON, P.C.	Attn: Lillian G. Stenfeldt One Embarcadero Center Suite 400 San Francisco CA 94111	lillian.stenfeldt@rimonlaw.com	Email
Individual Plaintiffs Executive Committee appointed by the California Superior Court in the North Bay Fire Cases, Judicial Council Coordination Proceeding Number 4955, Pursuant to the terms of the Court's Case Management Order No. 1	Robins Cloud LLP	Attn: Bill Robins, III, Robert Bryson 808 Wilshire Boulevard Site 450 Santa Monica CA 90401	robins@robinscloud.com; rbryson@robinscloud.com	Email
Counsel for ELLIOTT MANAGEMENT CORPORATION, on behalf of itself and certain funds and accounts managed, advised, or sub-advised by it	ROPES & GRAY LLP	Attn: Gregg M. Galardi, Keith H. Wofford, Daniel G. Egan 1211 Avenue of the Americas New York NY 10036-8704	mark.bane@ropesgray.com; matthew.roose@ropesgray.com	Email
Counsel for The Baupost Group L.L.C., as the managing general partner and/or investment manager for certain entities	Ropes & Gray LLP	Attn: Matthew M. Roose, Mark I. Bane 1211 Avenue of the Americas New York NY 10036-8704	peter.welsh@ropesgray.com; joshua.sturm@ropesgray.com; patricia.chen@ropesgray.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for The Baupost Group L.L.C., as the managing general partner and/or investment manager for certain entities	Ropes & Gray LLP	Attn: Peter L. Welsh, Joshua Y. Sturm, & Patricia I. Chen Prudential Tower 800 Boylston Street Boston MA 02199-3600	keith.wofford@ropesgray.com; daniel.egan@ropesgray.com	Email
Counsel for ELLIOTT MANAGEMENT CORPORATION, on behalf of itself and certain funds and accounts managed, advised, or sub-advised by it	ROPES & GRAY LLP	Attn: Stephen Moeller-Sally, Matthew L. McGinnis Prudential Tower, 800 Boylston Street Boston MA 02199-3600	ssally@ropesgray.com; matthew.mcginis@ropesgray.com	Email
Counsel for Creditor ARB, INC.	RUTAN & TUCKER, LLP	Attn: Roger F. Friedman, Philip J. Blanchard 611 Anton Boulevard Suite 1400 Costa Mesa CA 92626-1931	pblanchard@rutan.com	Email
Counsel for International Business Machines Corp.	Satterlee Stephens LLP	Attn: Christopher R. Belmonte, Esq., Pamela A. Bosswick, Esq. 230 Park Avenue New York NY 10169	cbelmonte@ssbb.com; pbosswick@ssbb.com	Email
COUNSEL TO MARIE VALENZA, BRANDEE GOODRICH, KRISTAL DAVIS-BOLIN, ASHLEY DUTSMAN, BARBARA MORRIS, MARY HAINES	SAVAGE, LAMB & LUNDE, PC	ATTN: E. RYAN LAMB 1550 Humboldt Road, Suite 4 CHICO CA 95928	erlamblaw@gmail.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for Turner Construction Company Case	Seyfarth Shaw LLP	Attn: M. Ryan Pinkston, Christopher J. Harney 560 Mission Street Suite 3100 San Francisco CA 94105	charney@seyfarth.com	Email
Counsel for East Bay Community Energy Authority	Shemanolaw	Attn: David B. Shemano 1801 Century Park East Suite 1600 Los Angeles CA 90067	dshemano@shemanolaw.com	Email
Counsel for TURN – The Utility Reform Network	Silicon Valley Law Group	Attn: David V. Duperrault, Kathryn E. Barrett One North Market Street Suite 200 San Jose CA 95113	dvd@svlg.com	Email
Counsel to the Board of PG&E Corporation and Pacific Gas and Electric Company and Certain Current and Former Independent Directors	SIMPSON THACHER & BARTLETT LLP	Attn: Michael H. Torkin, Nicholas Goldin, Kathrine A. McLendon, Jamie J. Fell 425 Lexington Avenue New York NY 10017	michael.torkin@stblaw.com; ngoldin@stblaw.com; kmcldendon@stblaw.com; jamie.fell@stblaw.com	Email
Counsel for Creditor and Party-in-Interest Sonoma Clean Power Authority	Sonoma Clean Power Authority	Attn: Jessica Mullan, General Counsel 50 Santa Rosa Avenue Fifth Floor Santa Rosa CA 95494	jmullan@sonomacleanpower.org	Email
Counsel for Southern California Edison Company	Southern California Edison Company	Attn: Julia A. Mosel, Patricia A. Cirucci 2244 Walnut Grove Avenue 3rd Floor Rosemead CA 91770	Julia.Mosel@sce.com; patricia.cirucci@sce.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Allianz Global Corporate & Specialty	Stevens & Lee, P.C.	Attn: Constantine D. Pourakis 485 Madison Avenue 20th Floor New York NY 10022	lpg@stevenslee.com	Email
Counsel to Allianz Global Corporate & Specialty	Stevens & Lee, P.C.	Attn: Leonard P. Goldberger 620 Freedom Business Center Suite 200 King of Prussia PA 19406	cp@stevenslee.com	Email
Counsel for Liberty Mutual Life Insurance Company	Stewart Sokol & Larkin LLC	Attn: Jan D. Sokol, Esq., Kevin M. Coles, Esq. 2300 SW First Avenue, Suite 200 Portland OR 97201	kcoles@lawssl.com	Email
Counsel for Tanforan Industrial Park, LLC	STEYER LOWENTHAL BOODROOKAS ALVAREZ & SMITH LLP	Attn: Jeffrey H. Lowenthal One California Street Third Floor San Francisco CA 94111	jlowenthal@steyerlaw.com	Email
Counsel for Mizuho Bank, Ltd.	STROOCK & STROOCK & LAVAN LLP	Attn: David W. Moon 2029 Century Park East Los Angeles CA 90067-3086	khansen@stroock.com; egilad@stroock.com; mgarofalo@stroock.com	Email
Counsel for JPMorgan Chase Bank, N.A., as DIP Administrative Agent	Stroock & Stroock & Lavan LLP	Attn: Frank A. Merola 2029 Century Park East Los Angeles CA 90067-3086	fmerola@stroock.com	Email
Counsel for JPMorgan Chase Bank, N.A., as DIP Administrative Agent	Stroock & Stroock & Lavan LLP	Attn: Kristopher M. Hansen, Erez E. Gilad, Matthew G. Garofalo 180 Maiden Lane New York NY 10038-4982	khansen@stroock.com; egilad@stroock.com; mgarofalo@stroock.com; holsen@stroock.com; mspeiser@stroock.com; kpasquale@stroock.com; smillman@stroock.com	Email
Counsel for Mizuho Bank, Ltd.	STROOCK & STROOCK & LAVAN LLP	Attn: Mark A. Speiser, Kenneth Pasquale, Sherry J. Millman, Harold A. Olsen 180 Maiden Lane New York NY 10038-4982	dmoon@stroock.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for Creditors Public Entities Impacted by the Wildfires	Stutzman, Bromberg, Esserman & Plifka, P.C.	Attn: Sander L. Esserman, Cliff I. Taylor 2323 Bryan Street Suite 2200 Dallas TX 5201-2689	esserman@sbsp-law.com; taylor@sbsp-law.com	Email
Counsel for BrightView Enterprise Solutions, LLC, Counsel for Granite Construction Incorporated, BrightView Landscape Services, Inc.	Taylor English Duma LLP	Attn: John W. Mills, III 1600 Parkwood Circle Suite 200 Atlanta GA 30339	jmills@taylorenglish.com	Email
Counsel to Road Safety, Inc.	The Bankruptcy Group, P.C.	Attn: Stephan Brown and Daniel Griffin 3300 Douglas Blvd. Ste. 100 Roseville CA 95661	daniel@thebklawoffice.com	Email
Counsel for The Davey Tree Expert Company	The Davey Tree Expert Company	Attn: Erika J. Schoenberger, General Counsel 1500 N. Mantua Street Kent OH 44240	Erika.Schoenberger@davey.com	Email
Counsel to Compass Lexecon, LLC	TOGUT, SEGAL & SEGAL LLP	Attn: Albert Togut, Kyle J. Ortiz, Amy M. Oden, Amanda C. Glaubach One Penn Plaza Suite 3335 New York NY 10119	altogut@teamtogut.com; kortiz@teamtogut.com; aoden@teamtogut.com; aglaubach@teamtogut.com	Email
Counsel for Southern Power Company	TROUTMAN SANDERS LLP	Attn: Harris B. Winsberg, Esq., Matthew G. Roberts, Esq. 600 Peachtree St. NE Suite 3000 Atlanta GA 30308	harris.winsberg@troutman.com; matthew.roberts2@troutman.com	Email
Counsel for TURN – The Utility Reform Network	TURN – The Utility Reform Network	Attn: Mark Toney, Thomas Long 785 Market St Suite 1400 San Francisco CA 94103	mtoney@turn.org; tlong@turn.org	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Interested Party	Union Pacific Railroad Company	Attn: Tonya W. Conley, Lila L. Howe 1400 Douglas Street STOP 1580 Omaha NE 68179	bankruptcynotices@up.com	Email
US Securities and Exchange Commission	US Securities and Exchange Commission	Attn: Jina Choi, Regional Director San Francisco Regional Office 44 Montgomery Street, Suite 2800 San Francisco CA 94104	secbankruptcy@sec.gov	Email
US Securities and Exchange Commission	US Securities and Exchange Commission	Attn: Office of General Counsel 100 F St. NE MS 6041B Washington DC 20549	sanfrancisco@sec.gov	Email
Counsel to Public Employees Retirement Association of New Mexico	WAGSTAFFE, VON LOEWENFELDT, BUSCH & RADWICK, LLP	Attn: James M. Wagstaffe & Frank Busch 100 Pine Street Suite 725 San Francisco CA 94111	wagstaffe@wvbrlaw.com; busch@wvbrlaw.com	Email
Individual Plaintiffs Executive Committee appointed by the California Superior Court in the North Bay Fire Cases, Judicial Council Coordination Proceeding Number 4955, Pursuant to the terms of the Court's Case Management Order No. 1	Walkup Melodia Kelly & Schoenberger	Attn: Michael A. Kelly, Khaldoun A. Baghdadi, Max Schuver 650 California Street 26th Floor San Francisco CA 94108	mkelly@walkuplawoffice.com; kbaghdadi@walkuplawoffice.com; mschuver@walkuplawoffice.com	Email

Exhibit A – Service List Email Only

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for Aera Energy LLC, Midway Sunset Congeneration Company	Walter Wilhelm Law Group a Professional Corporation	Attn: Riley C. Walter, Michael L. Wilhelm 205 E. River Park Circle Suite 410 Fresno CA 93720	rileywalter@W2LG.com; Mwilhelm@W2LG.com	Email
Counsel for Engineers and Scientists of California, Local 20, IFPTE, Counsel for SEIU United Service Workers - West	Weinberg Roger & Rosenfeld	Attn: Emily P. Rich 1001 Marina Village Parkway Suite 200 Alameda CA 94501-1091	cgray@unioncounsel.net	Email
Counsel for Semptra Energy, San Diego Gas & Electric Company, and Southern California Gas Company	White & Case LLP	Attn: J. Christopher Shore 1221 Avenue of the Americas New York NY 10020-1095	cshore@whitecase.com	Email
Counsel for Semptra Energy, San Diego Gas & Electric Company, and Southern California Gas Company	White & Case LLP	Attn: Thomas E Lauria, Matthew C. Brown Southeast Financial Center 200 South Biscayne Boulevard, Suite 4900 Miami FL 33131-2352	tlauria@whitecase.com; mbrown@whitecase.com	Email
Counsel for Ballard Marine Construction, Inc.	Williams Kastner	Attn: Todd W. Blischke 601 Union Street Suite 4100 Seattle WA 98101-2380	TBlischke@williamskastner.com	Email
Counsel for Macquarie Energy LLC	Winston & Strawn LLP	Attn: Michael A. Yuffee 1700 K Street, N.W. Washington DC 20006-3817	myuffee@winston.com	Email
Counsel for Official Committee of Tort Claimants	Baker & Hostetler, LLP	Attn: Eric Sagerman, Esq. and Cecily Dumas, Esq. 11601 Wilshire Boulevard Suite 1400 Los Angeles, CA 90025-0509	esagerman@bakerlaw.com cdumas@bakerlaw.com	Email

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Exhibit B

Exhibit B – Service List by Mail Only

DESCRIPTION	NAME	hADDRESS
Federal Energy Regulatory Commission	Federal Energy Regulatory Commission	Attn: General Counsel 888 First St NE Washington DC 20426
Counsel for City and County of San Francisco, including all of its agencies, departments, or instrumentalities	Greene Radovsky Maloney Share & Hennigh LLP	Attn: Edward J. Tredinnick Four Embarcadero Center Suite 4000 San Francisco CA 94111-4106
Internal Revenue Service	Internal Revenue Service	Centralized Insolvency Operation 2970 Market St Philadelphia PA 19104-5016
Interested Party John A. Vos	John A. Vos	1430 Lincoln Avenue San Rafael, CA 94901
Counsel for Philip Verwey d/b/a Philip Verwey Farms	McCormick Barstow LLP	Attn: H. Annie Duong Counsel for Philip Verwey d/b/a Philip Verwey Farms 7647 North Fresno Street Fresno CA 93720
Office of the United States Attorney for the Northern District of California	Office of the United States Attorney for the Northern District of California	Attn: Bankruptcy Unit Federal Courthouse 450 Golden Gate Avenue San Francisco CA 94102
Interested Party Placer County Office of the Treasurer-Tax Collector	Placer County Office of the Treasurer-Tax Collector	Attn: Robert Kanngiesser 2976 Richardson Drive Auburn CA 95603
Counsel for City and County of San Francisco, including all of its agencies, departments, or instrumentalities	San Francisco City Attorney's Office	Attn: Owen Clements 1390 Market Street 7th Floor San Francisco CA 94102
U.S. Bankruptcy Court Northern District of CA	U.S. Bankruptcy Court Northern District of CA	Attn: Honorable Dennis Montali PG&E Corp. Chambers Copy 450 Golden Gate Ave, 18th Floor San Francisco CA 94102
Nuclear Regulatory Commission	U.S. Nuclear Regulatory Commission	Attn: General Counsel U.S. NRC Region IV 1600 E. Lamar Blvd. Arlington TX 76011
Nuclear Regulatory Commission	U.S. Nuclear Regulatory Commission	Attn: General Counsel Washington, DC 20555-0001
Counsel for Project Management, Inc.	Synergy Project Management, Inc.	c/o Law Office of Ivan C. Jen 1017 Andy Circle Sacramento, CA 95838

Exhibit B – Service List by Mail Only

DESCRIPTION	NAME	hADDRESS
Counsel for the United States Department of Energy	United States Department of Justice – Civil Division	Attn: Matthew J. Troy 1100 L Street, N.W. Room 10030 Washington, DC 20530